SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM

3
(Electronic Format)

Explanatory Notes

- 1. Please read the explanatory notes carefully before completing the notification form.
- 2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1.	Name of Listed Issuer:
	Asiatravel.com Holdings Limited
2.	Type of Listed Issuer: ✓ Company/Corporation ☐ Registered/Recognised Business Trust ☐ Real Estate Investment Trust
3.	Is more than one Substantial Shareholder/Unitholder giving notice in this form? ☐ No (Please proceed to complete Part II) ☐ Yes (Please proceed to complete Parts III & IV)
4.	Date of notification to Listed Issuer:
	05-Sep-2014

Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder 🖊



Sub	estantial Shareholder/Unitholder A
1.	Name of Substantial Shareholder/Unitholder:
	Pemberton Asian Opportunities Fund
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes No
3.	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder
	Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholde
	✓ Ceasing to be a Substantial Shareholder/Unitholder
4.	Date of acquisition of or change in interest:
	07-Jul-2014
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	05-Sep-2014
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
7.	Quantum of total voting shares/units (including voting shares/units underlying rights/options/
	warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/ Unitholder before and after the transaction:
	Immediately before the transaction

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	15,000,000		15,000,000
As a percentage of total no. of voting shares/units:	5.01	0	5.01
Immediately after the transaction	Direct Interest	Deemed Interest	Total
Immediately after the transaction No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	Direct Interest	Deemed Interest 0	Total 15,000,000

9.	Relationship between the Substantial Shareholders/Unitholders giving notice in this form [You may attach a chart in item 10 to show the relationship between the Substantial Shareholder Unitholders]
10.	Attachments (if any): (1) (The total file size for all attachment(s) should not exceed 1MB.)
11	
11.	If this is a replacement of an earlier notification, please provide: (a) SGXNet announcement reference of the first notification which was announced on SGXNet (the "Initial Announcement"):
	(b) Date of the Initial Announcement:
	(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Remarks (<i>if any</i>):
Sub	stantial Shareholder/Unitholder B
1.	Name of Substantial Shareholder/Unitholder:
	Pemberton Investments Pte Ltd
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest securities of the Listed Issuer are held solely through fund manager(s)? Yes

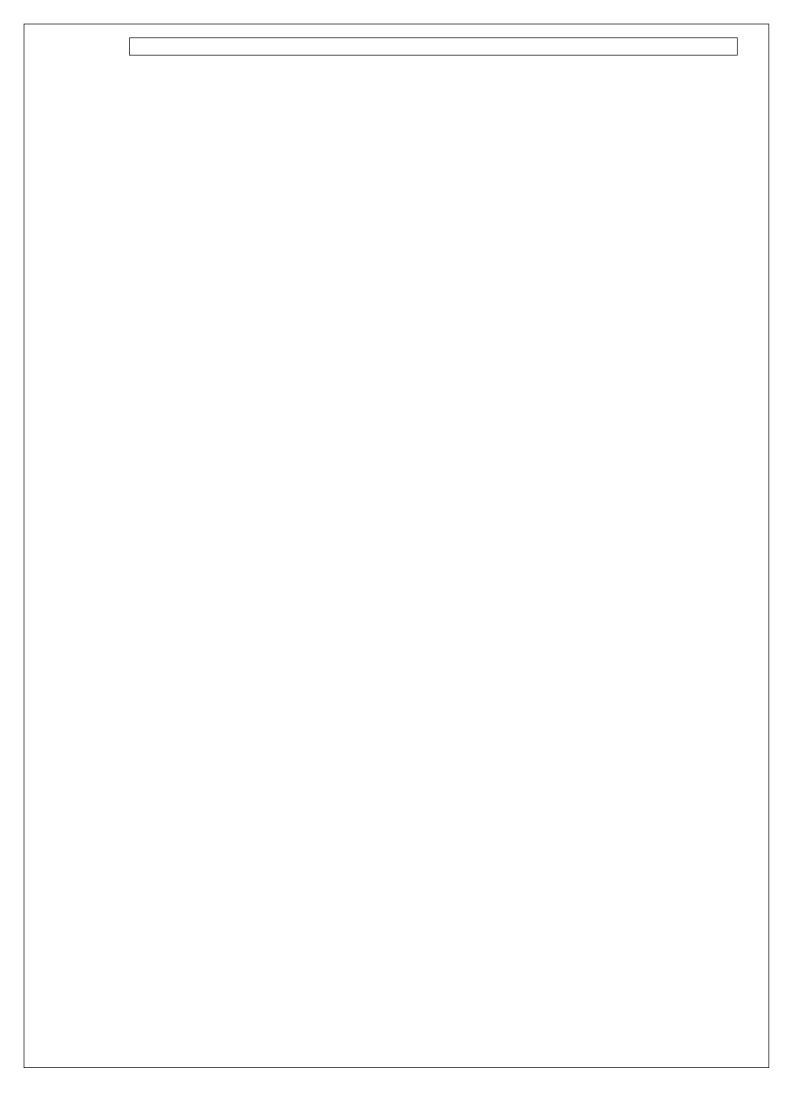
3.	Notification in respect of: Becoming a Substantial Sharehole	der/Unitholder		
	Change in the percentage level of	interest while still re	emaining a Substantia	al Shareholder/Unitholder
	✓ Ceasing to be a Substantial Share		•	
4.	Date of acquisition of or change in	interest:		
	07-Jul-2014			
5.	Date on which Substantial Shareh change in, interest (if different 05-Sep-2014			•
6.	Explanation (if the date of become change in, interest):	ing aware is differe	ent from the date o	f acquisition of, or the
7.	Quantum of total voting shares/ur warrants/convertible debentures { Unitholder before and after the tra	conversion price k	•	
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
No	. of voting shares/units held and/or	0	15,000,000	15,000,000
und	derlying the rights/options/warrants/ nvertible debentures:			
cor	derlying the rights/options/warrants/ nvertible debentures: a percentage of total no. of voting shares/	0	5.01	5.01
cor	derlying the rights/options/warrants/ nvertible debentures: a percentage of total no. of voting shares/	0 Direct Interest	5.01 Deemed Interest	5.01 Total
As uni	derlying the rights/options/warrants/ nvertible debentures: a percentage of total no. of voting shares/ ts:			
As uni	derlying the rights/options/warrants/ nvertible debentures: a percentage of total no. of voting shares/ tts: Immediately after the transaction of voting shares/units held and/or derlying the rights/options/warrants/ nvertible debentures: a percentage of total no. of voting shares/	Direct Interest	Deemed Interest	Total
As uni	derlying the rights/options/warrants/ evertible debentures: a percentage of total no. of voting shares/ tts: Immediately after the transaction of voting shares/units held and/or derlying the rights/options/warrants/ evertible debentures: a percentage of total no. of voting shares/	Direct Interest 0 0 ned interests (if the	Deemed Interest 15,000,000 4.96 e interest is such):	Total 15,000,000 4.96
As uni	derlying the rights/options/warrants/ nvertible debentures: a percentage of total no. of voting shares/ its: Immediately after the transaction of voting shares/units held and/or derlying the rights/options/warrants/ nvertible debentures: a percentage of total no. of voting shares/ its: Circumstances giving rise to deem [You may attach a chart in item 10 to	Direct Interest 0 0 ned interests (if the illustrate how the Substantial Shares	Deemed Interest 15,000,000 4.96 e interest is such):	Total 15,000,000 4.96 ar/Unitholder's deemed

	Fund Manager of the Substantial Shareholder, Pemberton Asian Op	
0.	0. Attachments (<i>if any</i>): 🕤	
	(The total file size for all attachment(s) should not exceed 1ME	3.)
1.	1. If this is a replacement of an earlier notification, please p	provide:
	 (a) SGXNet announcement reference of the <u>first</u> not on SGXNet (the "Initial Announcement"): 	tification which was announced
	(b) Date of the Initial Announcement:	
	(b) Date of the milial Announcement.	
	(c) 15-digit transaction reference number of the rele	want transaction in the Form 2
	(c) 15-digit transaction reference number of the rele which was attached in the Initial Announcement:	vant transaction in the Form 5
2.	2. Remarks (<i>if any</i>):	
	2. Tomano (<i>r. a.r.</i> y).	
Subs	ubstantial Shareholder/Unitholder C	
Subs		
	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton	or a person whose interest in the
	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton	•
	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton Is Substantial Shareholder/Unitholder a fund manager securities of the Listed Issuer are held solely through fun Yes	•
	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton Is Substantial Shareholder/Unitholder a fund manager securities of the Listed Issuer are held solely through fundaments.	•
	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton Is Substantial Shareholder/Unitholder a fund manager securities of the Listed Issuer are held solely through fun ✓ Yes No Notification in respect of:	•
2.	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton Is Substantial Shareholder/Unitholder a fund manager securities of the Listed Issuer are held solely through fun ✓ Yes No Notification in respect of: Becoming a Substantial Shareholder/Unitholder	nd manager(s)?
2.	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton Is Substantial Shareholder/Unitholder a fund manager securities of the Listed Issuer are held solely through fun ✓ Yes No Notification in respect of: Becoming a Substantial Shareholder/Unitholder Change in the percentage level of interest while still remain	nd manager(s)?
2.	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton Is Substantial Shareholder/Unitholder a fund manager securities of the Listed Issuer are held solely through fun ✓ Yes No Notification in respect of: Becoming a Substantial Shareholder/Unitholder	nd manager(s)?
2.	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton Is Substantial Shareholder/Unitholder a fund manager securities of the Listed Issuer are held solely through fun ✓ Yes No Notification in respect of: Becoming a Substantial Shareholder/Unitholder Change in the percentage level of interest while still remain ✓ Ceasing to be a Substantial Shareholder/Unitholder	nd manager(s)?
2.	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton Is Substantial Shareholder/Unitholder a fund manager securities of the Listed Issuer are held solely through fun ✓ Yes No Notification in respect of: Becoming a Substantial Shareholder/Unitholder Change in the percentage level of interest while still remain ✓ Ceasing to be a Substantial Shareholder/Unitholder	nd manager(s)?
2.	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton Is Substantial Shareholder/Unitholder a fund manager securities of the Listed Issuer are held solely through fundary Yes No Notification in respect of: Becoming a Substantial Shareholder/Unitholder Change in the percentage level of interest while still remainder Ceasing to be a Substantial Shareholder/Unitholder Date of acquisition of or change in interest: 07-Jul-2014	nd manager(s)?
2. 3.	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton Is Substantial Shareholder/Unitholder a fund manager securities of the Listed Issuer are held solely through fundary Yes No Notification in respect of: Becoming a Substantial Shareholder/Unitholder Change in the percentage level of interest while still remainder Ceasing to be a Substantial Shareholder/Unitholder Date of acquisition of or change in interest: 07-Jul-2014	nd manager(s)? Ining a Substantial Shareholder/Unitholde The aware of the acquisition of, or the
	Name of Substantial Shareholder/Unitholder: Dominic Richard Pemberton Is Substantial Shareholder/Unitholder a fund manager securities of the Listed Issuer are held solely through fundary Yes No Notification in respect of: Becoming a Substantial Shareholder/Unitholder Change in the percentage level of interest while still remainder of the Ceasing to be a Substantial Shareholder/Unitholder Date of acquisition of or change in interest: 07-Jul-2014 Date on which Substantial Shareholder/Unitholder becare	nd manager(s)? Indicate the manager of the acquisition of, or the

7.	Quantum of total voting shares/ur warrants/convertible debentures {	conversion price		
	Unitholder before and after the tra	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or derlying the rights/options/warrants/overtible debentures:	0	15,000,000	15,000,000
As a	a percentage of total no. of voting shares/	0	5.01	5.01
	Immediately after the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or derlying the rights/options/warrants/overtible debentures :	0	15,000,000	15,000,000
			4.07	1.07
unit	Circumstances giving rise to deem			4.96 er/Unitholder's deem
unit	ts:	ned interests (if the illustrate how the Singement Shareholder	e interest is such): ubstantial Shareholde of the Substantial Sha	er/Unitholder's deem
unit	Circumstances giving rise to deem [You may attach a chart in item 10 to interest arises] Dominic Richard Pemberton is the Mana	ned interests (if the illustrate how the Sagement Shareholder re deemed to have in	e interest is such): ubstantial Shareholde of the Substantial Shareholde iterest in the Listed Issu	er/Unitholder's deem reholder, Pemberton uer.
unit	Circumstances giving rise to deem [You may attach a chart in item 10 to interest arises] Dominic Richard Pemberton is the Mana Asian Opportunities Fund and is therefore Relationship between the Substant [You may attach a chart in item 10 to	ned interests (if the illustrate how the Singement Shareholder deemed to have in the show the relationshow the relationshow the relationshow the show the relationshow the show the relationshow the show the relationshow the show the relationshow the show t	e interest is such): substantial Shareholde of the Substantial Shareholde iterest in the Listed Issued Unitholders giving in the Substantial Shareholders giving in the Substa	reholder, Pembertonuer. notice in this form:

	(b)	Date of the Initial Announcement:
	(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Rem	narks (<i>if any</i>):
Sub	stanti	al Shareholder/Unitholder D
1.	Nam	ne of Substantial Shareholder/Unitholder:
	Alista	air John Barrie Griffin
2.	secu	substantial Shareholder/Unitholder a fund manager or a person whose interest in urities of the Listed Issuer are held solely through fund manager(s)?
		lo
3.	Noti	fication in respect of:
	□ B	Becoming a Substantial Shareholder/Unitholder
		Change in the percentage level of interest while still remaining a Substantial Shareholder/Unith
	√ C	Ceasing to be a Substantial Shareholder/Unitholder
4.	Date	e of acquisition of or change in interest:
	07-Ju	ıl-2014
5.		e on which Substantial Shareholder/Unitholder became aware of the acquisition of, or nge in, interest (if different from item 4 above, please specify the date):
	05-Se	ep-2014
6.	-	anation (if the date of becoming aware is different from the date of acquisition of, or nge in, interest):
7.		ntum of total voting shares/units (including voting shares/units underlying rights/option rants/convertible debentures {conversion price known}) held by Substantial Sharehole
		holder before and after the transaction:
		diately before the transaction

No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	15,000,000	15,000,000
As a percentage of total no. of voting shares/units:	0	5.01	5.01
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	15,000,000	15,000,000
As a percentage of total no. of voting shares/units:	0	4.96	4.96
3. Circumstances giving rise to deen [You may attach a chart in item 10 to interest arises]			er/Unitholder's deemed
Alistair John Barrie Griffin is a substantia and is therefore deemed to have interes		•	ton Investments Pte Ltd
Relationship between the Substar [You may attach a chart in item 10 to			
Unitholders] Substantial shareholder of the Fund Mar	nager, Pemberton In	vestments Pte Ltd.	
Substantial shareholder of the Fund Mar			
Substantial shareholder of the Fund Mar 10. Attachments (if any):	nt(s) should not exce	ed 1MB.)	
Substantial shareholder of the Fund Mar 10. Attachments (if any): (1) (The total file size for all attachments)	nt(s) should not exce ier notification, ple ference of the fir ouncement"):	ed 1MB.) ease provide:	n was announced
Substantial shareholder of the Fund Mar 10. Attachments (if any): (1) (The total file size for all attachment) 11. If this is a replacement of an earl (a) SGXNet announcement reform SGXNet (the "Initial Announcement)	nt(s) should not exce ier notification, platerence of the fire ouncement"): ement:	ed 1MB.) ease provide: st notification which	
Substantial shareholder of the Fund Mark 10. Attachments (if any): (The total file size for all attachment) 11. If this is a replacement of an earl (a) SGXNet announcement ref on SGXNet (the "Initial Announce") (b) Date of the Initial Announce which was attached in the Initial An	nt(s) should not exce ier notification, platerence of the fire ouncement"): ement:	ed 1MB.) ease provide: st notification which	
Substantial shareholder of the Fund Mark 10. Attachments (if any): (1) (The total file size for all attachment) 11. If this is a replacement of an earl (a) SGXNet announcement ref on SGXNet (the "Initial Announce") (b) Date of the Initial Announce (c) 15-digit transaction referen	nt(s) should not exce ier notification, platerence of the fire ouncement"): ement:	ed 1MB.) ease provide: st notification which	
Substantial shareholder of the Fund Mark 10. Attachments (if any): (The total file size for all attachment) 11. If this is a replacement of an earl (a) SGXNet announcement ref on SGXNet (the "Initial Announce") (b) Date of the Initial Announce which was attached in the Initial An	nt(s) should not exce ier notification, platerence of the fire ouncement"): ement:	ed 1MB.) ease provide: st notification which	



Part IV - Transaction details

	umber of shares, units, rights, options, warrants and/or principal amount of convertible ebentures acquired or disposed of by Substantial Shareholders/Unitholders:
0	
	mount of consideration paid or received by Substantial Shareholders/Unitholders (excluding rokerage and stamp duties):
0	
С	ircumstance giving rise to the interest or change in interest:
A	cquisition of: Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
L	Securities via physical settlement of derivatives or other securities Securities pursuant to rights issue
Г	Securities via a placement
	Securities following conversion/exercise of rights, options, warrants or other convertibles
D	isposal of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
0	ther circumstances:
	Acceptance of take-over offer for the Listed Issuer
	Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (<i>please specify</i>):

(a) Name of Individual: Dominic Richard Pemberton		artic	culars of Individual submitting this notification form to the Listed Issuer:
(b) Designation (if applicable): Managing Director (c) Name of entity (if applicable): Pemberton Investments Pte Ltd Transaction Reference Number (auto-generated):			
(c) Name of entity (<i>if applicable</i>): Pemberton Investments Pte Ltd Transaction Reference Number (auto-generated):			Dominic Richard Pemberton
(c) Name of entity (<i>if applicable</i>): Pemberton Investments Pte Ltd Transaction Reference Number (auto-generated):	((b)	Designation (if applicable):
Pemberton Investments Pte Ltd Transaction Reference Number (auto-generated):			Managing Director
Transaction Reference Number (auto-generated):	((c)	Name of entity (if applicable):
			Pemberton Investments Pte Ltd
	Transa	actio	n Reference Number (auto-generated):
	4 7	3 0	3 8 1 4 8 6 2 5 5 4 3